

RECORDATION NO. 10203-A
Filed 1425

DEC 10 1979 -4 00 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 10203-C
Filed 1425

DEC 10 1979 -4 00 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 10630-A
Filed 1425

DEC 10 1979 -4 00 PM

INTERSTATE COMMERCE COMMISSION

Ms. Agatha Mergenovich, Secretary
Interstate Commerce Commission
Office of the Secretary - Room 2209
Washington, DC 20423

Dear Ms. Mergenovich:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. § 11303 are several copies of the following documents which relate to the railroad equipment shown in the schedules attached to the documents:

Amendment dated as of December 7, 1979 to Equipment Trust Agreement dated as of June 1, 1979 between Morgan Guaranty Trust Company of New York and Brae Corporation (previously recorded under Recordation No. 10630).

Supplement No. 1 dated as of November 1, 1979 to the Lease Agreement dated as of December 20, 1978 between BRAE Corporation, as Lessor, and Michigan Interstate Railway Company, as Lessee (previously recorded under Recordation No. 10203-B).

Assignment of Lease and Agreement dated as of December 3, 1979 between Brae Corporation and Morgan Guaranty Trust Company of New York (related to Lease Agreement dated as of December 20, 1978 between Brae Corporation, as Lessor, and Michigan Interstate Railway Company, as Lessee, previously recorded under Recordation No. 10203-B).

Supplement No. 1 dated as of November 1, 1979 to the Lease Agreement dated as of March 27, 1978 between Brae Corporation, as Lessor, and Columbia & Cowlitz Railway Company, as Lessee (previously recorded under Recordation No. 9845).

LAW OFFICES

CONNER, MOORE & CORBER

1747 PENNSYLVANIA AVENUE, N.W.

WASHINGTON, D.C. 20006

RECORDATION NO. 9875-P
Filed 1425

DEC 10 1979 -4 00 PM

INTERSTATE COMMERCE COMMISSION

December 10, 1979

RECORDATION NO. 9847-A
Filed 1425

DEC 10 1979 -4 00 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 9875-B
Filed 1425

DEC 10 1979 -4 00 PM

INTERSTATE COMMERCE COMMISSION

9-344A210

RECORDATION NO. 9845-A
Filed 1425

DEC 10 1979 -4 00 PM

INTERSTATE COMMERCE COMMISSION

DEC 10 1979

Fee \$ 70.00

ICC Washington, D.C.

Counterpart - Donald / Ralphy

RECEIVED
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FEE OFFICE OF THE SECRETARY
OF THE INTERSTATE COMMERCE COMMISSION

Assignment of Lease and Agreement dated as of December 3, 1979 between Brae Corporation and Morgan Guaranty Trust Company of New York (related to Lease Agreement dated as of July 13, 1978 between Brae Corporation, as Lessor, and Columbia & Cowlitz Railway Company, as Lessee, previously recorded under Recordation No. 9875-0).

Supplement No. 1 dated as of November 1, 1979 to the Lease Agreement dated as of March 8, 1978 between BRAE Corporation, as Lessor, and Port of Tillamook Bay Railroad, as Lessee (previously recorded under Recordation No. 9875-C).

Supplement No. 1 dated as of November 1, 1979 to the Lease Agreement dated as of April 3, 1978 between BRAE Corporation, as Lessor, and Oregon California & Eastern Railway Co., as Lessee (previously recorded under Recordation No. 9847).

The names and addresses of the parties to the documents described above are as follows (in the order listed above):

1. Amendment to Equipment Trust Agreement:

(a) Lessee - Guarantor: Brae Corporation
Three Embarcadero Center
San Francisco, CA 94111

(b) Trustee: Morgan Guaranty Trust Company
of New York
30 West Broadway
New York, NY 10015

2. Supplement No. 1 to Lease Agreement Between Brae Corporation and Michigan Interstate Railway Company:

(a) Lessor: Brae Corporation
Three Embarcadero Center
San Francisco, CA 94111

(b) Lessee: Michigan Interstate Railway
Company
Post Office Box 619
1801 West Main Street
Oswosso, MI 48867

3. Assignment of Lease and Agreement:

(a) Assignee - Trustee: Morgan Guaranty Trust Company
of New York
30 West Broadway
New York, NY 10015

- (b) Assignor - Lessor: Brae Corporation
Three Embarcadero Center
San Francisco, CA 94111
- (c) Lessee: Michigan Interstate Railway
Company
Post Office Box 619
1801 West Main Street
Owosso, MI 48867
4. Supplement No. 1 to Lease Agreement Between Brae Corporation and Columbia & Cowlitz Railway Company:
- (a) Lessor: Brae Corporation
Three Embarcadero Center
San Francisco, CA 94111
- (b) Lessee: Columbia & Cowlitz Railway
Company
Post Office Box 188
Longview, WA 98632
5. Assignment of Lease and Agreement:
- (a) Assignee - Trustee: Morgan Guaranty Trust Company
of New York
30 West Broadway
New York, NY 10015
- (b) Assignor - Lessor: Brae Corporation
Three Embarcadero Center
San Francisco, CA 94111
- (c) Lessee: Columbia & Cowlitz Railway
Company
Post Office Box 188
Longview, WA 98632
6. Supplement No. 1 to Lease Agreement Between Brae Corporation and Port of Tillamook Bay Railroad:
- (a) Lessor: Brae Corporation
Three Embarcadero Center
San Francisco, CA 94111
- (b) Lessee: Port of Tillamook Bay Railroad
Tillamook, OR 97141
7. Supplement No. 1 to Lease Agreement Between Brae Corporation and Oregon, California & Eastern Railway Company:
- (a) Lessor: Brae Corporation

December 10, 1979

Three Embarcadero Center
San Francisco, CA 94111

(b) Lessee:

Oregon, California & Eastern
Railway Company
Post Office Box 1088
Klamath Falls, OR 97601

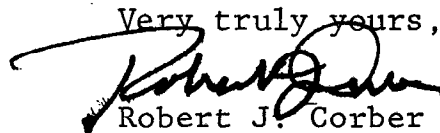
In view of the fact that these documents relate to documents previously recorded, it is requested that they be assigned the next available letter designation under the following recordation numbers:

<u>Enclosed Document</u>	<u>Recordation Number</u>	<u>Next Letter Believed Available</u>
1. Amendment to Equipment Trust Agreement	10630	K - <i>h</i>
2. Supplement No. 1 to Lease Agreement Between Brae Corporation and Michigan Interstate Railway Company	10203	C
3. Assignment of Lease and Agreement	10203	D
4. Supplement No. 1 to Lease Agreement Between Brae Corporation and Columbia & Cowlitz Railway Company	9845	A
5. Assignment of Lease and Agreement	9875	P
6. Supplement No. 1 to Lease Agreement Between Brae Corporation and Port of Tillamook Bay Railroad	9875	<i>Q</i>
7. Supplement No. 1 to Lease Agreement between Brae Corporation and Oregon, California & Eastern Railway Company	9847	A

Please file the enclosed documents under the designations indicated above and cross index them under the names of the parties as previously stated. A check payable to the order of the Interstate Commerce Commission in the amount of \$ 70.00 has been enclosed in order to cover the filing fee.

Please return to the person presenting this letter your fee receipt, the enclosed copies of this letter and any copy of the documents not required for recordation, all stamped to indicate appropriate filing information.

Very truly yours,



Robert J. Corber

Attorney for Brae Corporation

mbm

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INTERSTATE COMMERCE COMMISSION

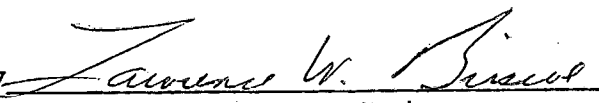
Supplement No. 1 dated as of November 1, 1979 to the Lease Agreement dated as of March 8, 1978 by and between BRAE Corporation, as Lessor, and Port of Tillamook Bay Railroad, as Lessee ("Lease Agreement").

Equipment Schedule No. 1 attached hereto supplements Equipment Schedule No. 1 attached to the Lease Agreement which relates to 50 railroad cars numbered POTB 101-POTB 150 (both inclusive).

Except as expressly amended hereby, the Lease Agreement remains in full force and effect. IN WITNESS WHEREOF, BRAE Corporation has caused this Supplement No. 1 to be executed and delivered by its proper and duly authorized representative as of November 1, 1979.

BRAE CORPORATION


By



Lawrence W. Briscoe
Vice President

EQUIPMENT SCHEDULE No. 1

BRAE CORPORATION hereby leases the following Cars to PORT OF TILLAMOOK BAY
pursuant to that certain Lease Agreement dated as of March 8, 1978.

A.A.R. Mech. Design	Description	Numbers	Dimensions			Doors Width	No. of Cars
			Length	Inside Width	Height		
XM	70 ton, plate C General purpose boxcars with nailable steel floor, sliding sill with 20" 10' travel <i>END of Car</i> <i>CUSHIONING</i>	POTB 101- POTB 150 	50'6"	9'6"	11'	DBL 8' offset <i>center</i>	50

BRAE CORPORATION

BY: 

TITLE: President

DATE: March 17, 1978

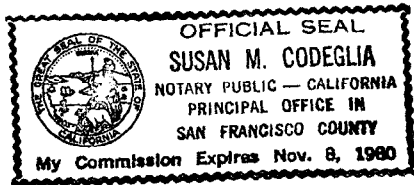
PORT OF TILLAMOOK BAY

BY: *Nancy B Brennan*TITLE: *President*DATE: *March 8, 1978*By: *E. L. Corbett*Title: *Treasurer*

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On this 6th day of December, 1979, before me personally appeared Lawrence W. Briscoe, to me personally known, who being by me duly sworn says that such person is Vice President of BRAE Corporation, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

[seal]



Susan M. Codeglia
Notary Public